

**JAMES BLACKSTONE MEMORIAL LIBRARY ASSOCIATION
BRANFORD, CT**

RESOLUTION OF THE BOARD OF TRUSTEES: APPROVAL OF REVISED BYLAWS

RESOLVED, that all previous bylaws of the James Blackstone Memorial Library Association hereby are repealed, and the following revised bylaws hereby are adopted in lieu thereof:

BYLAWS

Article I. Name, Location, Authority, and Purpose

Section 1. Name. The name of the corporation as set forth in its Act of Incorporation is The James Blackstone Memorial Library Association ("the Association").

Section 2. Location. The principal office of the Library shall be located at 758 Main Street, Branford, CT 06405.

Section 3. Authority. The Association was established and granted authority by the Act of Incorporation of the Connecticut General Assembly, House Joint Resolution No. 84 approved March 23, 1893 and as amended by House Bill No. 3465 approved April 29, 1959.

Section 4. Purpose and Mission. The purpose of the Association is to establish and maintain a public library for the benefit of the residents and community of the town of Branford, Connecticut ("Branford") and also for the benefit of the community-at-large and the general public. The mission of the James Blackstone Memorial Library ("the Library") is to inspire and enrich curious minds, to welcome and connect community to community, and to help our community learn, succeed, and thrive by providing essential access to information, resources, and unique shared experiences.

Article II. Board of Trustee Members and Their Duties and Responsibilities

Section 1. Number. The Association shall have no less than eleven (11) nor more than fifteen (15) members who shall act as a Board of Trustees ("the Board"). The number of members comprising the Board shall be determined by the Board from time to time. The Yale University librarian shall be an *ex officio* member and there may be two (2) additional *ex officio* Board members, one (1) a member of the Branford Representative Town Meeting, and one (1) a member of the Branford Board of Finance.

Section 2. Residency. The members of the Board shall have a residence in Branford, except for the *ex-officio* member represented by the Librarian of Yale University.

Section 3. Powers. The activities, property, and affairs of the Library shall be managed by the Board, which shall exercise all of the powers of the Association under the Act of Incorporation and these bylaws, as each may be amended from time to time.

Section 4. Delegation of Powers. The Board may make appropriate delegations of authority to one or more committees.

Section 5. Election and Terms of Board Members. Members of the Board shall be appointed to a maximum of two (2) terms of three (3) years. No Board member who has completed two (2) successive terms of three (3) years may again be a Board member unless a period of one (1) year has expired between the end of a term and the beginning of another term.

Section 6. Vacancies. Should a Board member vacate membership prior to the end of an official three-year term, the Board may fill such a vacancy for the remaining term of the membership. Such newly appointed member shall be eligible to complete an additional two (2) terms of three (3) years.

Section 7. Removal of a Member of The Board. A Board member may be removed by a vote of two-thirds (2/3) of the members of the Board present at any Regular, Annual, or Special Meeting where quorum is met provided the notice of such removal was included in the notice of the meeting wherein the removal vote occurs.

Article III. Officers

Section 1. Number and Title. The officers of the Board shall be a President, a Vice-President, a Secretary, a Treasurer, and an Assistant Treasurer.

Section 2. Elections, Terms of Office, and Vacancies. The officers of the Board shall be elected at the Annual Meeting where quorum is met for a term of one (1) year. A vacancy among the officers shall be filled by a majority vote of the Board at a Trustees' meeting where quorum is met.

Section 3. Duties and powers. The duties and powers of the officers shall be as follows:

- a. **President.** The President shall be the principal executive officer of the Board and shall preside at all meetings of the Board. The President shall be responsible for seeing that the resolutions, decisions, and actions of the Board are carried into effect and for reporting to the Board on the conduct and management of the affairs of the Board. The President shall perform other such duties as required by these bylaws and as are customary to this office, including but not limited to appointing Chairs to the committees.

- b. **Vice-President.** In the absence of the President, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to the restrictions upon the President.
- c. **Secretary.** The Secretary shall keep and maintain the records and minutes of the Annual, Regular, and Special Meetings of the Board, give or cause to be given notices of Meetings as required by these bylaws and perform other such duties as are customary to this office, including but not limited to initiating the process for the Board's annual performance review of the Library Director.
- d. **Treasurer.** The Treasurer shall maintain the financial records of the Association and shall perform all other such duties as are customary to this office.
- e. **Assistant Treasurer.** In the absence of the Treasurer, the Assistant Treasurer shall perform the duties of the Treasurer.

Article IV. Meetings and Voting

Section 1. Annual Meeting. The Annual Meeting of the Board of Trustees shall be held at the end of the fiscal year in June of any given year. At the Annual Meeting, the Board shall elect members and transact other such business deemed relevant by the Board.

Section 2. Regular and Special Meetings-

Regular Meetings will be held in-person and/or virtually at a frequency to be determined by the Board. Special Meetings may be called at any time by the President or Vice-President or upon written request delivered to the Secretary from one-third (1/3rd) of the Board membership.

Section 3. Annual, Regular, and Special Meetings. Annual, Regular, and Special Meetings will be conducted in-person or virtually. Members of the Board may elect to participate in said meetings in-person or virtually.

Section 4. Quorum and Voting. A majority of Board members must be present in-person or virtually for a quorum to exist for the conduct of business. The affirmative vote of a majority of members present at a Board meeting where a quorum is met shall be

the act of the Board, unless a vote of a greater number of members is required by these bylaws, the Act of Incorporation, or law. The *ex-officio* Trustees shall not be counted in a quorum nor shall be entitled to vote on any matter brought before the Board.

Article V. Committees.

Section 1. Standing Committees. The Board shall have the following standing committees: Executive, Finance, Governance, Development, and Buildings and Grounds.


Section 2. Ad Hoc Committees, Task Forces, and Advisory Groups. The President may from time to time constitute *ad hoc* committees, task forces or advisory groups as necessary for the effective operation of the Library.

Article VI. Amendments to the Bylaws.

Section 1. General. These bylaws may be amended by an affirmative vote of two-thirds (2/3rds) of the members present at any Annual, Regular, or Special Meeting of the Board of Trustees where a quorum is met. Any notice of such a meeting at which these bylaws are to be amended shall include notice of such proposed action and be sent to the Board of Trustees via email or by any reasonable means calculated to reach the intended recipient not less than ten (10) days nor more than sixty (60) days prior to said meeting.

The foregoing are the revised and restated bylaws of the James Blackstone Library Association adopted by at least two-thirds (2/3) of the members of the Board of Trustees at its regular meeting on April 10, 2024.

ATTEST:

 April 10, 2024

Cheryl Kaiden, Secretary